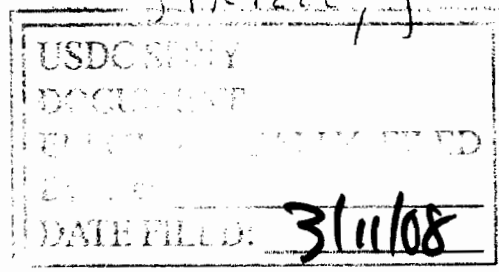


**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**IN RE R&G FINANCIAL CORP.
DERIVATIVE LITIGATION**



Master Docket No. 1:05-CV-5547

(Consolidated Action)

Judge John E. Sprizzo

**JOINT STIPULATION AND ~~PROPOSED~~ ORDER TO
AMEND PRETRIAL ORDER NO. 1**

WHEREAS, on December 17, 2007, pursuant to the Court's request, counsel for Lead Derivative Plaintiffs and Defendants submitted a revised Joint Stipulation that provided for a February 14, 2008 status conference and a briefing schedule for the filing of Lead Derivative Plaintiffs' consolidated amended complaint and Defendants' response thereto, which was signed by Judge Loretta A. Preska on December 21, 2007 (the "Amended Joint Stipulation").

WHEREAS, on February 11, 2008, the Court rescheduled the February 14, 2008 pre-trial conference for March 11, 2008.

WHEREAS, on February 22, 2008, counsel for Lead Derivative Plaintiffs and the Company submitted a Joint Stipulation informing the Court that the parties have reached an agreement in principle to settle this action and are in the process of preparing appropriate settlement papers for submission to the Court, and requesting an adjournment of the briefing schedule set out in the Amended Joint Stipulation (the "February 22 Joint Stipulation").

WHEREAS, on February 27, 2008, the Court signed the February 22 Joint Stipulation.

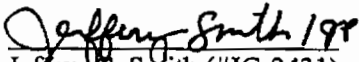
WHEREAS, on March 4, 2008, counsel for Lead Derivative Plaintiffs and the Company jointly contacted the Court to request an adjournment of the March 11, 2008 pre-trial conference.

NOW, THEREFORE, subject to the approval of the Court, the parties hereby JOINTLY STIPULATE and AGREE as follows:

1. The pre-trial conference is now scheduled for April 8, 2008 at 3:00 p.m.

Dated: March 5, 2008

**WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP**

By: 
Jeffrey G. Smith (#JG-2431)
smith@whafh.com
Paulette S. Fox (#PF-2145)
pfox@whafh.com
270 Madison Avenue
New York, New York 10016
Tel: (212) 545-4600

*Co-Lead Counsel for Plaintiff The Kendall
Trust DTD 6/20/02*

David J. Goldsmith (#DG-7388)
dgoldsmith@labaton.com
LABATON SUCHAROW LLP
140 Broadway
New York, New York 10005
Tel: (212) 907-0700

*Co-Lead Counsel for Plaintiff Asbestos
Workers Local 24 Pension Fund*

Marc Topaz
mtopaz@sbtclaw.com
Eric L. Zagar
ezagar@sbtclaw.com
Robin Winchester
rwinchester@sbtclaw.com
**SCHIFFRIN BARROWAY TOPAZ
& KESSLER, LLP**
280 King of Prussia Road
Radnor, Pennsylvania 19087
Tel: (610) 667-7706

Co-Lead Counsel for Plaintiff Wayne Okimi

OF COUNSEL:

LAW OFFICES OF PETER ANGELOS, PC

H. Russell Smouse
Glenn E. Mintzer
One Charles Center
100 N. Charles Street
Baltimore, Maryland 21201-3804

DANZIGER SHAPIRO & LEAVITT, PC

Douglas M. Leavitt
2101 Pine Street, 3rd Floor
Philadelphia, Pennsylvania 19103

SULLIVAN & CROMWELL LLP

By: Maite Aquino / JP
Maite Aquino (#MA-0030)
aquinom@sullcrom.com
Richard J. L. Lomuscio (#RL-6994)
lomuscior@sullcrom.com
125 Broad Street
New York, New York 10004
Tel: (212) 558-4000

*Counsel for Nominal Defendant R&G
Financial Corp., Enrique Umpierre-Suarez,
Victor L. Galan, Jose L. Ortiz and Steven
Velez*

Mark J. Stein (#MS-5705)
mstein@stblaw.com
**SIMPSON THACHER &
BARTLETT LLP**
425 Lexington Avenue
New York, NY 10017-3954
Tel: (212) 455-2310

Counsel for Victor J. Galán

George Canellos (#GC-8092)
GCanellos@milbank.com
**MILBANK TWEED HADLEY &
MCCLOY LLP**
1 Chase Manhattan Plaza
New York, NY 10005
Tel: (212) 530-5174

Counsel for Joseph R. Sandoval

Patrick Smith (#PS-0691)
psmith@tpw.com
THACHER PROFFITT & WOOD
Two World Financial Center
New York, NY 10281
Tel: (212) 912-7934

Counsel for Ramon Prats

John J. Clarke, Jr. (#JC-3449)
john.clarke@dlapiper.com
DLA PIPER US LLP
1251 Avenue of the Americas
New York, New York 10020
Tel: (212) 335-4500

*Counsel for Laureno Carus Abarca, Ileana
M. Colon-Carlo, Benigno R. Fernandez,
Melba Figueroa, Roberto Gorbea, Eduardo
McCormack, Ivan Mendez, Rafael Nin and
Gilberto Rivera-Arreaga*

Diana L. Weiss (#DW-0150)
dweiss@orrick.com
Meredith Moss (#MM-7937)
mmoss@orrick.com
**ORRICK, HERRINGTON &
SUTCLIFFE LLP**
1152 15th Street, N.W.
Washington, D.C. 20005-1706
Phone: (202) 339-8428
Fax: (202) 339-8500

*Counsel for Defendant
PricewaterhouseCoopers LLP*

SO ORDERED

Loretta A. Freska
LORETTA A. FRESKA
UNITED STATES DISTRICT JUDGE

march 7, 2008

for Judge Apruzzo